

1 LIONEL Z. GLANCY (#134180)  
2 GLANCY BINKOW & GOLDBERG LLP  
3 1801 Avenue of the Stars, Suite 311  
4 Los Angeles, California 90067  
Telephone: (310) 201-9150  
Facsimile: (310) 201-9160

5 Attorneys for Movant and  
Proposed Lead Counsel

6

7 **UNITED STATES DISTRICT COURT**  
8 **NORTHERN DISTRICT OF CALIFORNIA**

9

10 I.B.L. INVESTMENTS LTD.,  
11 Individually and On Behalf of All Others  
12 Similarly Situated, Plaintiff,

13 v.

14 TERAYON COMMUNICATION  
15 SYSTEMS, INC., ZAKI RAKIB, JERRY  
D. CHASE, MARK A. RICHMAN and  
EDWARD LOPEZ,

16 Defendants.

17 No. 3:06-cv-03936-MJJ

18 [PROPOSED] ORDER GRANTING  
19 MOTION OF I.B.L. INVESTMENTS  
20 LTD. FOR APPOINTMENT AS LEAD  
21 PLAINTIFF AND APPROVAL OF  
22 LEAD PLAINTIFF'S SELECTION OF  
23 LEAD COUNSEL

24 Date: October 24, 2006  
Time: 9:30 a.m.  
Ctrm: 11

25 **[PROPOSED] ORDER**

26 Having considered the motion of I.B.L. Investments Ltd. for appointment as Lead  
27 Plaintiff and for approval of Lead Plaintiff's selection of Lead Counsel, the memorandum  
28 of law in support thereof, the declaration of Lionel Z. Glancy in support of that motion  
and good cause appearing therefor,

29 **IT IS HEREBY ORDERED:**

- 30 1) The Motion is granted.  
31 2) This Order (the "Order") shall apply to the above-captioned action (the

1 "Action") and to each case that relates to the same subject matter that is subsequently  
2 filed in this Court or is transferred to this Court and consolidated with the Action  
3 (collectively, the "Consolidated Action").

4 3) An original of this Order shall be filed by the Clerk in the Master File.

5 4) The Clerk shall mail a copy of this Order to counsel of record in the  
6 Consolidated Action.

7 5) Every pleading in the Consolidated Action shall have the following caption:

8 IN RE TERAYON  
9 COMMUNICATION SYSTEMS,  
10 INC. SECURITIES LITIGATION

No. 3:06-cv-03936-MJJ

11 6) Each new case that arises out of the subject matter of the Consolidated  
12 Action which is filed in this Court or transferred to this Court, shall be consolidated with  
13 the Consolidated Action and this Order shall apply thereto, unless a party objects to  
14 consolidation, as provided for herein, or any provision of this Order, within ten (10) days  
15 after the date upon which a copy of this Order is served on counsel for such party, by  
16 filing an application for relief and this Court deems it appropriate to grant such  
17 application. Nothing in the foregoing shall be construed as a waiver of Defendants' right  
18 to object to consolidation of any subsequently filed or transferred related action.  
19

20 7) The Court requests the assistance of counsel in calling attention to the Clerk  
21 of this Court the filing or transfer of any case that might properly be consolidated as part  
22 of the Consolidated Action.

23 8) When a case that arises out of the same subject matter as the Consolidated  
24 Action is hereinafter filed in this Court or transferred from another Court, the Clerk of  
25 this Court shall:

26 a) file a copy of this Order in the separate file for such action;  
27 b) mail a copy of this Order to the attorneys for the plaintiff(s) in the  
28 newly filed or transferred case and to any new defendant(s) in the newly filed case; and

1                   c) make the appropriate entry in the Master Docket for the  
2 Consolidated Action.

3                   9) Movant I.B.L. Investments Ltd. is appointed to serve as Lead Plaintiff in  
4 the above-captioned Action, pursuant to 15 U.S.C. §78u-4(a)(3)(B).

5                   10) The law firm Glancy Binkow & Goldberg LLP is hereby approved as Lead  
6 Counsel for the Class. Lead Counsel shall provide general supervision of the activities of  
7 plaintiff's counsel and shall have the following responsibilities and duties to perform or  
8 delegate as appropriate:

9                   a) to brief and argue motions;  
10                  b) to initiate and conduct discovery, including, without limitation,  
11 coordination of discovery with defendants' counsel, preparation of written interrogatories,  
12 requests for admission and requests for production of documents;  
13                  c) to direct and coordinate the examination of witnesses in depositions;  
14                  d) to act as spokesperson at pretrial conferences;  
15                  e) to call and chair meetings of plaintiffs' counsel as appropriate or  
16 necessary from time to time;

17                  f) to initiate and conduct any settlement negotiations with counsel for  
18 defendants;

19                  g) to provide general coordination of the activities of plaintiffs' counsel  
20 and to delegate work responsibilities to selected counsel as may be required in such a  
21 manner as to lead to the orderly and efficient prosecution of this litigation and to avoid  
22 duplication or unproductive effort;

23                  h) to consult and employ experts;  
24                  i) to receive and review periodic time reports of all attorneys on behalf  
25 of plaintiffs, to determine if the time is being spent appropriately and for the benefit of  
26 plaintiffs and to determine and distribute plaintiffs' attorneys' fees; and  
27

1                   j)       to perform such other duties as may be expressly authorized by  
2 further order of this Court.

3

4 Dated: \_\_\_\_\_, 2006

5                   HONORABLE MARTIN J. JENKINS  
6                   UNITED STATES DISTRICT JUDGE

7

8 Submitted by:

9                   Lionel Z. Glancy (#134180)  
10                  **GLANCY BINKOW & GOLDBERG LLP**  
11                  1801 Avenue of the Stars, Suite 311  
12                  Los Angeles, California 90067  
13                  Telephone: (310) 201-9150  
14                  Facsimile: (310) 201-9160

15

16                  *Attorneys for Movant and*  
17                  *Proposed Lead Counsel*

**PROOF OF SERVICE BY ELECTRONIC POSTING  
PURSUANT TO NORTHERN DISTRICT OF CALIFORNIA LOCAL RULES AND  
ECF GENERAL ORDER NO. 45  
AND BY MAIL ON ALL KNOWN NON-REGISTERED PARTIES**

I, the undersigned, say:

I am a citizen of the United States and am employed in the office of a member of the Bar of this Court. I am over the age of 18 and not a party to the within action. My business address is 1801 Avenue of the Stars, Suite 311, Los Angeles, California 90067.

On June 27, 2006, I served the following by posting such documents electronically to the ECF website of the United States District Court for the Northern District of California:

- 1 NOTICE OF MOTION AND MOTION OF I.B.L. INVESTMENTS LTD. FOR APPOINTMENT AS LEAD PLAINTIFF AND APPROVAL OF LEAD PLAINTIFF'S SELECTION OF LEAD COUNSEL; MEMORANDUM OF POINTS AND AUTHORITIES IN SUPPORT THEREOF**
  - 2 DECLARATION OF LIONEL Z. GLANCY IN SUPPORT OF MOTION OF I.B.L. INVESTMENTS LTD. FOR APPOINTMENT AS LEAD PLAINTIFF AND APPROVAL OF LEAD PLAINTIFF'S SELECTION OF LEAD COUNSEL**
  - 3 [PROPOSED] ORDER GRANTING MOTION OF I.B.L. INVESTMENTS LTD. FOR APPOINTMENT AS LEAD PLAINTIFF AND APPROVAL OF LEAD PLAINTIFF'S SELECTION OF LEAD COUNSEL**

on all ECF-registered parties in the action and, upon all others not so-registered but instead listed below, by placing a true copy thereof enclosed in a sealed envelope with postage thereon fully prepaid in the United States mail at Los Angeles, California. They are:

Terayon Communication Systems, Inc.  
4988 Great America Parkway  
Santa Clara, CA 95054

Jerry D. Chase  
c/o Terayon Communication Systems, Inc.  
4988 Great America Parkway  
Santa Clara, CA 95054

Zaki Rakib  
c/o Terayon Communication Systems, Inc.  
4988 Great America Parkway  
Santa Clara, CA 95054

Mark A. Richman  
c/o Terayon Communication Systems, Inc.  
4988 Great America Parkway  
Santa Clara, CA 95054

Edward Lopez  
c/o Terayon Communication Systems, Inc.  
4988 Great America Parkway  
Santa Clara, CA 95054

**Santa Clara, Calif., 1958.**

Executed on D, at Los Angeles, California.

I certify under penalty of perjury that the foregoing is true and correct.

S/Kyaa D. Heller  
Kyaa D. Heller